

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	Chapter 11
	§	
BENTLEY ENERGY CORP. et al	§	Case No. 10-50128
	§	
Debtors –In-Possession.	§	Jointly Administered

**OFFICIAL UNSECURED CREDITORS COMMITTEE’S LIMITED OBJECTION TO
THE DEBTORS’ MOTION FOR AN ORDER (A) AUTHORIZING
DEBTORS TO OBTAIN INTERIM POST-PETITION FINANCING AND
GRANTING SECURITY INTERESTS AND SUPERPRIORITY
ADMINISTRATIVE EXPENSE STATUS PURSUANT TO SECTIONS 105, 364(C), 364(D),
AND 507(B); (B) MODIFYING THE AUTOMATIC STAY PURSUANT TO 11 U.S.C.
SECTION 362; (C) GRANTING OTHER RELIEF; AND (D) SCHEDULING A FINAL
HEARING PURSUANT TO BANKRUPTCY RULE 4001**

TO THE HONORABLE LEIF M. CLARK, UNITED STATES BANKRUPTCY JUDGE:

NOW COMES The Official Creditors Committee of Bentley Energy Corporation and Sonterra Energy Corporation, collectively referred to as (“the Committee”) and files this, its Limited Objection to Debtors’ Motion for an Order (A) Authorizing Debtors to Obtain Interim Post-Petition Financing and Granting Security Interests and Superpriority Administrative Expense Status Pursuant to Sections 105, 364(c), 364(d), and 507(b); (B) Modifying the Automatic Stay Pursuant to 11 U.S.C. Section 362; (C) Granting Other Relief; and (D) Scheduling a Final Hearing Pursuant To Bankruptcy Rule 4001 (“DIP Financing Motion”), and in support thereof shows the Court the following:

1. The Committee objects to the provisions of the proposed Interim Financing Order which would give the lender a superpriority lien on all avoidance actions of the estate and objects that the Interim Financing Order does not provide for a carve out for administration expenses for the U.S. Trustee Office and Debtors’ and Committee’s counsels.

WHEREFORE, PREMISES CONSIDERED, The Committee respectfully requests the Court to (a) deny the portion of Debtors' DIP Financing Motion which grants the lender a superpriority lien in the avoidance actions of the estate and (b) provide a carve out for administration expenses for the U.S. Trustee Office and Debtors' and Committee's counsels and (c) grant the Committee such other relief as is just.

Respectfully submitted,

JOEL H. KLEIN & ASSOCIATES

By: /s/
JOEL H. KLEIN
TB# 11561000
DEVETHIA NICHOLS-
THOMPSON
TB# 24005710
PS Business Center
6800 Park Ten Blvd.
Suite 264-South Bldg.
San Antonio, Texas 78213
PH: (210) 734-4488
FX: (210) 734-4482

Proposed Attorneys for the Official
Unsecured Creditors Committee

CERTIFICATE OF SERVICE

I hereby certify that I have served a true and correct copy of the foregoing document by first class mail, postage prepaid, upon all parties listed on the attached list on 15th day of March, 2010:

 /s/Devethia Nichols-Thompson

Bentley Energy Corporation
45 NE Loop 410, Suite
San Antonio, Texas 78216

Sonterra Energy Corporation
45 NE Loop 410, Suite
San Antonio, Texas 78216

US. Trustee's Office
P.O. Box 1539
San Antonio, Texas 78295-1539

Michael Flume
Flume Law Firm, LLP
1020 N.E. Loop 410, Suite 200
San Antonio, TX 78209
Counsel for Western National Bank

Internal Revenue Service
Special Procedures Staff
300 E. 8th St., STOP 5022 AUS
Austin, TX 78701

Joel H. Klein
Deventhia Nichols-Thompson
Joel H. Klein & Associates
6800 Park Ten Blvd., Suite 364-S
San Antonio, TX 78213

Robin Russell, Esq.
Andrews & Kurth LLP
600 Travis, Suite 4200
Houston, TX 77002-3090

Kell C. Mercer
Brown McCarroll, LLP
111 Congress Ave., Ste. 1400
Austin, Texas 78701

Lone Star Propane, SA
45 NE Loop 410, Suite 495
San Antonio, TX 78216

Ferrellgas
26585 Hwy 281 North
San Antonio, TX 78260

Direct Propane Services
PO Box 619
Manor, TX 78653-0619

Landmark American Insurance
Company
c/o Patricia Kalmans
Habbeshaw Kalmans PC
900 IH-10 W, Suite 460
San Antonio, TX 78230

CIT Technology Financial Services, Inc.
PO Box 550599
Jacksonville, FL 32255-0599

RSUI Group, Inc.
c/o Roy Anselmo
Euler Hermes UMA
600 South 7th Street
Louisville, KY 40201-1672

Malone & Bailey
10350 Richmond Ave., Ste. 800
Houston, TX 77042

Cordillera Ranch
808 HWY 46E
Boerne, TX 78006

Property Tax Appeal & Service
5906 Fenway Road
Corpus Christi, TX 78466-0162

Texas State Comptroller
PO B0x 149348
Austin, TX 78714-9348

Card Services
P.O. Box 569100
Dallas, TX 75356-9100

M&S Engineering, Ltd.
P.O. Box 970
Spring Branch, TX 78070

Lone Star Paving Co.
PO Box 91862
Austin, TX 78709-1862

Gajeske, Inc.
2929 Antoine Drive
Houston, TX 77092-7045

Hays County Tax Office
Ruth Clayton
102 LBJ Courthouse Annex
San Marcos, TX 78666

Valero Marketing & Supply Co.
PO Box 300
Amarillo, TX 79105-0300

Strasburger & Price, LLP
Attorneys and Counselors
PO Box 849037
Dallas, TX 75284-9037

Business Card
PO Box 15710
Wilmington, DE 79886-5710

Kendall Appraisal District
PO Box 788
Boerne, TX 78006-0788

Continental Utility Solutions, Inc.
PO Box 1515
Jonesboro, AR 72403-1515

Enterprise Products
PO Box 972866
Dallas, TX 75397-2866

Pickett Systems
PO Box 27, Dept. 00
Houston, TX 77001

Marshall Propane
PO Box 200186
San Antonio, TX 78220

Cameron County Tax Assessor
Collector
PO Box 952
Brownsville, TX 78522

Rural Computer Consultants
211 S. 10th Street
PO Box 197
Bird Island, MN 55310

Gas Equipment Company
PO Box 29242
Dallas, TX 75229-0242

K Marketing, Inc.
PO Box 2030
Canyon Lake, TX 78133

American Solutions for Business
MW # 7794, PO Box 1450
Minneapolis, MN 55485-7794

Aetna
PO Box 894913
Los Angeles, CA 90189

~~Yellow Book~~
~~PO Box 6448~~
Carol Stream, IL 60197

Sprint
PO Box 650075
Dallas, TX 75266-0075

Texas Propane Marketing
8408 N IH-35
Austin, TX 78753

David G. Aelvoet
Linebarger Goggan Blair & Sampson
711 Navarro, Suite 300
San Antonio, TX 78205

Patricia B. Tomasco, Esq.
Munsch Hardt Kopf & Harr, PC
600 Congress Ave., Suite 2900
Austin, TX 78701

Diane W. Sanders
Linebarger Goggan Blair & Sampson
2700 Via Fortuna Dr., Suite 400
Austin, TX 78760

Marcy E. Kurtz
Bracewell & Giuliani, LLP
711 Louisiana Street, Ste. 2300
Houston, TX 77002

Eric Barbosa
Bracewell & Giuliani, LLP
106 S. St. Mary's Street, Suite 800
San Antonio, TX 78205

Robin Russell
Charles Yancy
Andrews Kurth, LLP
600 Travis Street, Suite 4200
Houston, TX 77002

Andrew K. Rozell
323 East Jackson Street
Harlingen, TX 78550

John T. Banks
Perdue Brandon Fielder Collins & Mott
3301 Northland Drive, Suite 505
Austin, TX 78731

Lee Gordon
McCreary, Veselka Bragg & Allen, PC
PO Box 1269
Round Rock, TX 78680

Garnett T. Causey, Jr.
5126 Bouganvillea Street
Harlingen, TX 78552

Ted Vega
PO Box 310
Rio Hondo, TX 78583

Bobby Cantrell
5635 La Estrella Circle
Harlingen, TX 78552